

Jeffrey N. Pomerantz, Esq.  
Andrew W. Caine, Esq.  
(admitted *pro hac vice*)  
PACHULSKI STANG ZIEHL & JONES LLP  
10100 Santa Monica Boulevard  
Los Angeles, California 90067-4100  
Telephone: (310) 277-6910  
Telecopy: (310) 201-0760

Lynn L. Tavenner, Esq. (VA Bar No. 30083)  
Paula S. Beran, Esq. (VA Bar No. 34679)  
TAVENNER & BERAN, PLC  
20 North Eighth Street, 2<sup>nd</sup> Floor  
Richmond, Virginia 23219  
Telephone: (804) 783-8300  
Telecopy: (804) 783-0178

- and -

Robert J. Feinstein, Esq.  
(admitted *pro hac vice*)  
PACHULSKI STANG ZIEHL & JONES LLP  
780 Third Avenue, 36<sup>th</sup> Floor  
New York, New York 10017  
Telephone: (212) 561-7700  
Telecopy: (212) 561-7777

*Counsel to the Liquidating Trustee*

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

-----x  
In re: : Chapter 11  
: :  
CIRCUIT CITY STORES, INC., et al., : Case No. 08-35653 (KRH)  
: :  
Debtors. :  
: Jointly Administered  
-----x

**ELEVENTH ORDER REGARDING LIQUIDATING TRUST'S THIRD OMNIBUS  
OBJECTION TO LANDLORD CLAIMS (REDUCTION OF CERTAIN PARTIALLY  
INVALID CLAIMS, RECLASSIFICATION OF CERTAIN MISCLASSIFIED CLAIMS,  
DISALLOWANCE OF CERTAIN INVALID  
CLAIMS, DISALLOWANCE OF CERTAIN DUPLICATE CLAIMS,  
AND DISALLOWANCE OF CERTAIN AMENDED CLAIMS)**

THIS MATTER having come before the Court<sup>1</sup> on the Liquidating Trust's Third Omnibus Objection to Landlord Claims (Reduction of Certain Partially Invalid Claims, Reclassification of Certain Misclassified Claims, Disallowance of Certain Invalid Claims, Disallowance of Certain Duplicate Claims and Disallowance of Certain Amended Claims) (the "Objection"), which requested, among other things, that the claims specifically identified on Exhibit C through Exhibit G attached to the Objection be reduced or disallowed for those reasons set forth in the Objection; and it appearing that due and proper notice and service of the Objection as set forth therein was good and sufficient and that no other further notice or service of the Objection need be given; and it appearing that the relief requested on the Objection is in the best interest of the Liquidating Trust, the Debtors' estates and creditors and other parties-in-interest; and after due deliberation thereon good and sufficient cause exists for the granting of the relief as set forth herein,

IT IS HEREBY ORDERED ADJUDGED AND DECREED THAT:

1. The Court will conduct a status conference on April 11, 2013 at 2:00 p.m. for all Claims identified on Exhibit A attached hereto.
2. The Liquidating Trust's rights to object to any claim including (without limitation) the Claims subject to the Objection, on any grounds that applicable law permits, are not waived and are expressly reserved.
3. The Liquidating Trust shall serve a copy of this Order on the claimants included on the exhibits to this Order on or before five (5) business days from the entry of this Order.
4. This Court shall retain jurisdiction to hear and determine all matters

---

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Objection.

arising from or relating to this Order.

Dated: Richmond, Virginia  
\_\_\_\_\_, 2013

\_\_\_\_\_  
HONORABLE KEVIN R. HUENNEKENS  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS:

TAVENNER & BERAN, PLC

/s/ Lynn L. Tavenner  
Lynn L. Tavenner (VA Bar No. 30083)  
Paula S. Beran (VA Bar No. 34679)  
20 North Eighth Street, 2<sup>nd</sup> Floor  
Richmond, Virginia 23219  
(804) 783-8300

- and -

PACHULSKI STANG ZIEHL & JONES LLP  
Jeffrey N. Pomerantz, Esq.  
Andrew W. Caine, Esq.  
10100 Santa Monica Boulevard  
Los Angeles, California 90067-4100  
(310) 277-6910

- and -

PACHULSKI STANG ZIEHL & JONES LLP  
Robert J. Feinstein, Esq.  
780 Third Avenue, 36<sup>th</sup> Floor  
New York, New York 10017  
(212) 561-7700

*Counsel to the Circuit City Stores, Inc.  
Liquidating Trust*

**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ Lynn L. Tavenner  
Lynn L. Tavenner

In re Circuit City Stores, et al.

Case No. 08-35653 (KRH)

**Exhibit A to Eleventh Order Regarding Liquidating Trust's Third Omnibus Objection to Landlord Claims  
Alphabetical Listing of Claims for Which Status Conference Will Take Place on April 11, 2013 at 2:00 p.m.**

<b>Claim Holder</b>	<b>Claim</b>	<b>Exhibit</b>
4110 Midland LLC Attn Michael Mason Pres Fairfield Financial Group Inc Managing Member 8 Greenway Plz Ste 1100 Houston, TX 77046	14287	Exhibit E Invalid Claims to be Expunged
4110 Midland LLC Attn Michael Mason Pres Fairfield Financial Group Inc Managing Member 8 Greenway Plz Ste 1100 Houston, TX 77046	12708	Exhibit E Invalid Claims to be Expunged
4905 Waco LLC Attn: Michael Mason President c/o Fairfield Financial Group, Inc. Managing Member 8 Greenway Plz., Ste 1100 Houston, TX 77046	13902	Exhibit E Invalid Claims to be Expunged
4905 Waco LLC c/o Michael Mason , President c/o Fairfield Financial Group, Inc., Managing Member 8 Greenway Plaza, Suite 1100 Houston, Texas 77046	12710	Exhibit E Invalid Claims to be Expunged
Abercorn Common LLP c/o Catherine Harrison King Miller & Martin PLLC 1170 Peachtree St. NE, Ste. 800 Atlanta, GA 30309-7706	12682	Exhibit D Claims to be Reclassified
Abercorn Common LLP c/o Catherine Harrison King Miller & Martin PLLC 1170 Peachtree St. NE, Ste. 800 Atlanta, GA 30309-7706	13695	Exhibit E Invalid Claims to be Expunged
Bank of America National Association Successor by Merger to LaSalle Bank National Association fka LaSalle National Bank c/o Capmark Finance, Inc. Peyton Inge 700 N. Pearl St., Suite 2200 Dallas, TX 75201	9740	Exhibit E Invalid Claims to be Expunged

Claim Holder	Claim	Exhibit
Bank of America, NA, as Trustee for the Registered Holders of Greenwich Capital Commercial Funding Corp Commercial Mortgage Trust 2007 G G9 Commercial Mortgage Pass Through Certificates Series 2007 G G9, as Collateral Assignee of Abercorn Common LLLP Mindy A. Mora, Esq. Bilzin Sumberg Baena Price & Axelrod LLP 200 S. Biscayne Blvd., Ste. 2500 Miami, FL 33131	8559	Exhibit E Invalid Claims to be Expunged
Basser Kaufman 312 LLC Attn James S Carr Esq Robert L LeHane Esq 101 Park Ave New York, NY 10001	12509	Exhibit C Reduction of Certain Partially Invalid Claims
Basser Kaufman Attn Marc Kemp 335 Central Ave Lawrence, NY 11559	14416	Exhibit E Invalid Claims to be Expunged
Carousel Center Company LP Attn Kevin M Newman Esq Menter Rudin & Trivelpiece PC 308 Maltbie St Ste 200 Syracuse, NY 13204-1498	12359	Exhibit E Invalid Claims to be Expunged
Carousel Center Company LP Attn Kevin M Newman Esq Menter Rudin & Trivelpiece PC 308 Maltbie St Ste 200 Syracuse, NY 13204-1498	12294	Exhibit E Invalid Claims to be Expunged
Centro Properties Group t a Parkway Plaza Vestal NY c o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	8104	Exhibit G Amended/Superseded Claims to be Expunged
Centro Properties Group t a Parkway Plaza Vestal NY c o David L Pollack Esq Ballard Spahr Andrews & Ingersoll LLP Philadelphia, PA 19103 1735 Market St 51st Fl	8102	Exhibit G Amended/Superseded Claims to be Expunged

Claim Holder	Claim	Exhibit
Centro Properties Group ta Bakersfield Commons Bakersfield CA c/o David L. Pollack Esq. Ballard Spahr Andrews & Ingersoll LLP 1735 Market St. 51st Fl. Philadelphia, PA 19103	12543	Exhibit E Invalid Claims to be Expunged
Centro Properties Group ta Parkway Plaza Vestal NY c o David L PollackBallard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103	12584	Exhibit E Invalid Claims to be Expunged
Centro Properties Group ta Parkway Plaza Vestal NY c o David L PollackBallard Spahr Andrews & Ingersoll LLP 1735 Market St 51st Fl Philadelphia, PA 19103 Vestal NY	12580	Exhibit E Invalid Claims to be Expunged
Inland American Retail Management LLC Karen C. Bifferato and Kelly M. Conlan Connolly Bove Lodge & Hurtz LLP The Nemours Bldg. 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807	14080	Exhibit G Amended/Superseded Claims to be Expunged
Inland Southwest Management LLC Attn: Karen C. Bifferato & Kelly M. Conlan Connolly Bove Ldge & Hutz LLP The Nemours Bldg 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807	14928	Exhibit F Duplicate Claims to be Expunged
Inland Southwest Management LLC Attn: Karen C. Bifferato and Kelly M. Conlan Connolly Bove Lodge & Hurtz LLP The Nemours Bldg. 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807	13735	Exhibit G Amended/Superseded Claims to be Expunged

Claim Holder	Claim	Exhibit
Inland Southwest Management LLC Attn: Karen C. Bifferato and Kelly M. Conlan The Nemours Bldg. 1007 N. Orange St. PO Box 2207 Wilmington, DE 19807	14095	Exhibit G Amended/Superseded Claims to be Expunged
Inland Western Avondale McDowell LLC c/o Bert Bittouma Esq. Inland Real Estate Group 2901 Butterfield Rd., 3rd Fl. Oak Brook, IL 60523	8943	Exhibit F Duplicate Claims to be Expunged
Regency Centers LP Attn: Randy Shoemaker 1 Independent Dr. Ste. 114 Jacksonville, FL 32202-5019	14381	Exhibit G Amended/Superseded Claims to be Expunged
Regency Centers LP Attn: Randy Shoemaker One Independent Dr. Ste. 114 Jacksonville, FL 32202-5019	14438	Exhibit E Invalid Claims to be Expunged
Ronald Benderson Randall Benderson and David H Baldauf Attn James S Carr Esq Robert L LeHane Esq Kelley Drye & Warren 101 Park Ave New York, NY 10178	9951	Exhibit E Invalid Claims to be Expunged
Sangertown Square LLC Attn Kevin M Newman Esq Menter Rudin & Trivelpiece PC 308 Maltbie St Ste 200 Syracuse, NY 13204-1498	13702	Exhibit E Invalid Claims to be Expunged
Sangertown Square LLC Attn Kevin M Newman Esq Menter Rudin & Trivelpiece PC 308 Maltbie St Ste 200 Syracuse, NY 13204-1498	13704	Exhibit E Invalid Claims to be Expunged